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04/07/05--01025--026 \*\*78.75

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304  
05 APR 18 AM 8:49

N. Culligan APR 19 2005

March 25, 2005

Secretary of State  
Division of Corporations  
P.O. box 6327  
Tallahassee, Florida 32314

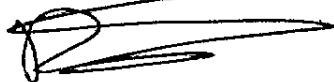
Dear Sirs:

Please file these Articles of Incorporation on behalf of GOLD LEAF CONSTRUCTION, INC. with the Secretary of State. Please date the Corporation to begin as of March 25, 2005. Please mail a copy of the acceptance and the articles to:

Professional Accounting Associates, Inc.  
7522 N. 40th Street  
Tampa, Florida 33604

Thank You.

Sincerely,

A handwritten signature in black ink, appearing to read 'Paul R. Short', with a long horizontal stroke extending to the right.

Paul R. Short  
President

ENCLOSURES: ORIGINAL ARTICLES OF INCORPORATION  
CHECK PAYABLE TO SECRETARY OF STATE FOR  
\$78.75



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

April 4, 2005

PROFESSIONAL ACCOUNTING ASSOCIATES, INC.  
7522 N. 40TH STREET  
TAMPA, FL 33604

SUBJECT: SMITH CO ENTERPRISES, INC.  
Ref. Number: W05000016986

We have received your document for SMITH CO ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan  
Document Specialist  
New Filings Section

Letter Number: 805A00022777

**ARTICLES OF INCORPORATION**  
**OF**  
**SMITHCO ENTERPRISES, INC.**

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 APR 18 AM 8:49

**ARTICLE I - NAME**

**The name of the Corporation is SMITHCO ENTERPRISES, INC.**

**ARTICLE II - DURATION**

**The Corporation shall have perpetual existence.**

**ARTICLE III - PURPOSE**

The general purpose for which this Corporation is being organized shall include the transaction of any or all lawful businesses for which corporations may be incorporated under Chapter 607 of the Florida Statutes now existing, or as subsequently amended, and shall include the following rights and privileges:

A. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description: except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

B. To conduct business in, have one or more offices in, and buy, hold mortgage, sell convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and all other states and countries.

C. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

D. To purchase the corporation assets of any other corporation and engage in the same or other charter of business.

E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire and dispose of the shares of the capital stock or any bonds, securities, or other evidence of indebtedness, created by any other corporation of the State of Florida or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

F. The foregoing enumeration of purposes shall not be deemed to limit or restrict the general powers of the Corporation conferred on it by law, or to limit or restrict such powers as may be implied to it for the proper exercise of its express purposes and the performances of its authorized functions.

#### **ARTICLE IV - SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall constitute 7,500 shares of common stock, each share having a par value of \$1.00, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholder. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the stockholders. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the stockholders.

#### **ARTICLES V - CAPITALIZATION**

The beginning capital of this Corporation shall be worth at least five hundred dollars in cash, property, labor or services at a just valuation to be fixed by the stockholders.

#### **ARTICLES VI - CORPORATE ADDRESS AND REGISTERED AGENT**

The street address of Corporation's initial registered office shall be 7522 North 40th Street, Tampa, Florida 33604 and its initial registered agent at such address shall be Paul R. Short. The principle office of the Corporation is 7366 79<sup>th</sup> Street North, Pinellas Park, Florida 33781, and the mailing address is 7366 79<sup>th</sup> Street, Pinellas Park, Florida 33781.

## **ARTICLE VII - DIRECTORS**

Initially the Corporation shall have one (1) director(s) whose name(s) and address(es) are as follows:

John Daniel Weest  
7366 79<sup>th</sup> Street North  
Pinellas Park, FL 33781

## **ARTICLE VIII - INCORPORATOR**

The Corporation shall have one incorporator whose name and address is as follows:

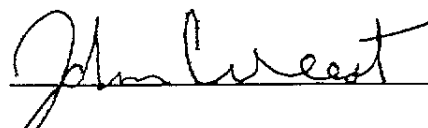
John Daniel Weest  
7366 79<sup>th</sup> Street North  
Pinellas Park, FL 33781

## **ARTICLE IX - CORPORATION BEGIN DATE**

The Corporation shall have an effective beginning date of March 25, 2005.

## **ARTICLE X - POWERS**

The power to adopt, alter, amend or repeal the corporate by-laws is hereby reserved to the shareholders of the Corporation. **IN WITNESS WHEREOF**, the undersigned Incorporator has made, subscribed and acknowledged the Articles of Incorporation on this 25th day of March, 2005.

  
John Daniel Weest, President

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:**

**First that: ESM INVESTMENT GROUP, INC.**

**Desiring to** organize or qualify under the laws of the state of Florida, with its principal place of business at 7366 79<sup>th</sup> Street, in the city of Pinellas Park, in the state of Florida, whose zip code is 33781, has named Paul R. Short located at 7522 n. 40th street, in the city of Tampa in the state of Florida whose zip code is 33604, as its agent to accept service of process within Florida.

SIGNATURE: \_\_\_\_\_

CORPORATE OFFICER

TITLE: \_\_\_\_\_

President

DATE: \_\_\_\_\_

March 25, 2005

05 APR 18 AM 8:49

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: \_\_\_\_\_

REGISTERED AGENT

DATE: \_\_\_\_\_

March 25, 2005